

LEFKOFSKY ERIC P

Form 4

March 08, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEFKOFSKY ERIC P

(Last) (First) (Middle)

C/O GROUPON, INC., 600 WEST  
CHICAGO AVENUE

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

Groupon, Inc. [GRPN]

3. Date of Earliest Transaction  
(Month/Day/Year)

03/06/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/06/2019		S <sup>(1)</sup>		1,500,000	D	\$ 3.35	29,734,594	I	By Green Media LLC <sup>(2)</sup>
Common Stock	03/07/2019		S <sup>(3)</sup>		1,500,000	D	\$ 3.3	28,234,594	I	By Green Media LLC <sup>(2)</sup>
Common Stock								1,570,269 <sup>(4)</sup>	D	
Common Stock								10,150,400	I	By Lefkofsky Family

2016  
GRAT (5)Common  
Stock

40,000,000 I

By  
Lefkowsky  
Family  
2018  
GRAT (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Unit Award (Right to Receive)	\$ 0					(7)	(7)	Common Stock	64,507

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEFKOFSKY ERIC P C/O GROUPON, INC. 600 WEST CHICAGO AVENUE CHICAGO, IL 60654	X	X		

## Signatures

/s/ Erin G. Stone, by Power of  
Attorney

03/08/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The transactions reported in this line item were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person. The reported price reflects the weighted average sale price per share for the transactions on March 6, 2019. The price per share for such transactions ranged from \$3.34 to \$3.43. Full information regarding the number of shares sold at each separate price will be provided to the United States Securities and Exchange Commission, the Issuer or a security holder of the Issuer upon a request for such information.

(2) The shares of Common Stock reported on this line are held by Green Media, LLC, an entity owned by Eric P. Lefkofsky (50%) and Elizabeth Kramer Lefkofsky (50%). Mr. Lefkofsky shares voting and investment control with respect to the shares held by Green Media, LLC.

(3) The transactions reported in this line item were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person. The reported price reflects the weighted average sale price per share for the transactions on March 7, 2019. The price per share for such transactions ranged from \$3.27 to \$3.36. Full information regarding the number of shares sold at each separate price will be provided to the United States Securities and Exchange Commission, the Issuer or a security holder of the Issuer upon a request for such information.

(4) The amount of shares reported on this line includes previously reported restricted stock unit awards that are subject to Mr. Lefkofsky's continued service as a director of the Issuer through the vesting date.

(5) The shares of Common Stock reported on this line are held by the Lefkofsky Family 2016 GRAT.

(6) The shares of Common Stock reported on this line are held by the Lefkofsky Family 2018 GRAT.

(7) Mr. Lefkofsky has received an exempt award of Deferred Stock Units ("DSUs") under the Groupon, Inc. Non-Employee Director Compensation Plan. DSUs represent a right to receive shares of the Groupon's Common Stock (or, in the sole discretion of the Groupon's Board of Directors following a change in control, cash, securities or a combination of cash and securities equal to the fair market value thereof) upon separation from service as a Director of Groupon. Mr. Lefkofsky has elected to receive DSUs in lieu of the annual retainer fees payable for services on the Issuer's Board of Directors and any committees thereof. The DSUs are awarded on the date such fees would otherwise be payable (i.e., quarterly in arrears). The DSUs are immediately vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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